

**EXHIBIT 28**

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Patrick Dowd - February 28, 2020

Page 1

1 IN THE UNITED STATES DISTRICT COURT  
2 FOR THE DISTRICT OF PUERTO RICO  
3  
4 \_\_\_\_\_

5 In Re: )  
6 THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD ) PROMESA TITLE III  
7 FOR PUERTO RICO ) Case No.  
8 as representative of ) 17-BK-03283 (LTS)  
9 THE COMMONWEALTH OF PUERTO RICO, et. al, )  
10 Debtors. )  
11 \_\_\_\_\_ )  
12 In Re: )  
13 THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD ) PROMESA Title III  
14 FOR PUERTO RICO ) Case No.  
15 as representative of ) 17-BK-03566 (LTS)  
16 THE EMPLOYEES RETIREMENT SYSTEM OF THE )  
17 GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO, )  
18 Debtor. )  
19 \_\_\_\_\_ )  
20

21 C O N F I D E N T I A L  
22 Videotaped Deposition of Patrick Dowd  
23  
24 Reported by:  
25 LORRAINE B. ABATE, CSR, RPR

CONFIDENTIAL  
Patrick Dowd - February 28, 2020

Page 24

1 Patrick Dowd

2 A. Five.

3 Q. I'm sorry. Sorry. So you've been  
4 involved in 40 total investments since you started at  
5 King Street?

6                   A.        That's my rough estimate off the top of  
7        my head.

8 Q. Okay. What are the other --

9                   A.        And to clarify that, that refers to a  
10                  company or issuer.  If -- if there are different  
11                  investments over time within that one company or  
12                  issuer, I'm only counting it once.

13                   Q.        Okay. So if one company or issuer  
14        issued multiple series of bonds, you're just counting  
15        that as one for purposes of this discussion?

16 A. Right.

17 Q. Okay. So you said that -- subject to  
18 that clarification, you said that there are five  
19 investments dealing with municipal securities that  
20 you've been involved in.

21 Can you name the five by issuer?

22                   A.        Sure.    Jefferson County Alabama sewer  
23        revenue bonds.

24 Q. I'm sorry?

25 A. Jefferson County Alabama sewer --

CONFIDENTIAL  
Patrick Dowd - February 28, 2020

Page 25

1 Patrick Dowd

## 2 Q. Sewer revenue bonds?

3                   A.        Sewer revenue bonds, and there were  
4        warrants. I don't recall exactly what they were  
5        called. The Detroit tops -- securities in the  
6        Detroit bankruptcy. Tobacco revenue bonds. Puerto  
7        Rico PRASA, the water utility, and Puerto Rico ERS,  
8        as we're talking about here.

14 Q. What other Puerto Rico securities  
15 specifically?

16                   A.        At various points in times, we've owned  
17        GOs, PBA bonds, COFINA, PREPA. I think that covers  
18        it, but that's to the best of my knowledge as we sit  
19        here today.

20 Q. And were you involved in the decision by  
21 King Street to invest in each of those different  
22 series of Puerto Rico bonds that you just mentioned?

23 MR. FOX: Objection, compound.

24 Q. You can answer the question.

25 A. Yes, I was involved.

CONFIDENTIAL  
Patrick Dowd - February 28, 2020

Page 42

1 Patrick Dowd

4                   A.        Can you make the question more specific  
5 somehow. It's seems to me a very broad question.

6 Q. Well, let's talk about the ERS bonds  
7 specifically, then.

8 How did you first identify the ERS bonds  
9 as a potential investment for Ocher Rose?

10                   A.        We started doing work on Puerto Rico in  
11                   mid to late 2013 when its various issues of debt  
12                   began to trade off meaningfully from par and when  
13                   there began to be concerns about the liquidity and  
14                   solvency of the Commonwealth.

15 As part of that work, we reviewed the  
16 various different issuers of debt and the different  
17 bonds that issued, and reviewed both the sort of  
18 financial health of the different issuers and the  
19 island overall, and the legal structures of their  
20 liabilities.

21 And our -- that would have been based on  
22 things like the offering statements, the resolutions,  
23 eventually, something like the enabling act. It  
24 would have been based on the various financial  
25 statements. It would have been based on, you know,

CONFIDENTIAL  
Patrick Dowd - February 28, 2020

Page 73

1 Patrick Dowd

2 A. I'm happy for you to confirm for me.

3 Q. As the -- so as -- as the Rule 30(b)(6)  
4 designee, you're not certain whether Act 447 is the  
5 ERS enabling act?

6 MR. FOX: Objection.

7                   A.        I know of the ERS enabling act. I don't  
8                   know whether it's Act 447.

9 Q. Does this e-mail do anything to refresh  
10 your recollection or to suggest to you when Ocher  
11 Rose first reviewed a copy of the ERS enabling act?

12                   A.        It -- it does not.  It would -- my -- my  
13                   best guess looking at this e-mail is -- is that the  
14                   timing of the e-mail coincides with this person  
15                   Daniel Ehrmann's joining King Street and Evan  
16                   educating him on this information.

17 I don't think it necessarily has  
18 anything to do with the timing on when Evan or anyone  
19 else reviewed the enabling act.

20 Q. Well, would you agree with me that if  
21 the language excerpted in this e-mail is in fact from  
22 the ERS enabling act, that Ocher Rose reviewed that  
23 document prior to or at least no later than July 17,  
24 2015, the date of this e-mail?

25 MR. FOX: Objection to form.

CONFIDENTIAL  
Patrick Dowd - February 28, 2020

Page 74

1 Patrick Dowd

2                   A.        It seems like a fair interpretation to  
3                   me that to the extent that this is an excerpt from  
4                   the enabling act, that at the very least, Evan Mossop  
5                   reviewed parts of the enabling act on or before this  
6                   date.

7 Q. But you don't know which parts he would  
8 have reviewed?

9 A. I don't know.

10 Q. Do you recall Ocher Rose having any  
11 communications with Capstone relating to its decision  
12 to acquire ERS bonds?

13 MR. FOX: Objection to form. Whose  
14 decision?

15 MR. BASSETT: Ocher Rose's decision.

16                   A.        I believe we received e-mails from  
17                   Capstone, who is a policy advisor we subscribe to,  
18                   that contained views of theirs on the ERS bonds.

19 We typically or regularly receive views  
20 and recommendations on potential investments from a  
21 large number of sources, and it would not have played  
22 a material role in our decision to buy ERS bonds.

23 Q. When you say a policy advisor, what does  
24 that mean?

25 A. We subscribe to them. They're based in

CONFIDENTIAL  
Patrick Dowd - February 28, 2020

Page 78

5 Q. Okay. When did Ocher Rose first become  
6 aware of an argument that the ERS bonds were issued  
7 without authority?

8                   A.        It's not something we were aware of or  
9                   considered until the argument was raised.

10 You would have to remind me when that  
11 first was by -- I don't recall whether it was in the  
12 Title III case, but whenever that was first raised in  
13 litigation against us would have been the time.

14 Q. Does -- well, I'm aware of a pleading  
15 that was filed by AAFAF in November 2017 that made  
16 the argument that the bonds were issued ultra vires.

17 Do you recall that document?

18                   A.        I do recall -- I don't recall the  
19                    specifics of the document, but I recall that, and  
20                    that time frame is consistent with my recollection.

21 I think that's when -- that's likely  
22 when we would have first been aware.

23 Q. But just to be clear, so your testimony  
24 is that Ocher Rose did not ever become aware of that  
25 argument prior to it being made in a public court